

EXHIBIT K

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

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IN RE :

VISA CHECK/MASTERMONEY ANTITRUST :
LITIGATION :

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This Document Relates To: :
All Actions :

**MASTER FILE NO.
CV-96-5238
(Gleeson, J.) (Orenstein M.J.)**

**[PROPOSED]
ORDER TO
SHOW CAUSE**

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Upon the application of Lead Counsel, dated July 2, 2009, to amend this Court's order, entered April 29, 2009, authorizing the securitization of the remaining settlement account payments of MasterCard International Incorporated ("MasterCard") (the "Proposed Amended Securitization Order") sought in connection with the Agreement To PrePay Future Payments At A Discount between Lead Counsel and MasterCard, dated July 1, 2009 (the "Prepayment Agreement"), the submission of the Independent Expert, Professor Bernard Black, dated July 10, 2009, and all prior papers and proceedings herein; it is hereby

ORDERED that any objectors to the Proposed Amended Securitization Order shall show cause before the Honorable John Gleeson, United States District Judge for the Eastern District of New York, on _____, 2009 at ____:____ AM/PM, in Courtroom 6C South of 225 Cadman Plaza East, Brooklyn, NY 11201, why the Proposed Amended Securitization Order should not issue;

FURTHER ORDERED that any objections to the Proposed Amended Securitization Order must be filed with this Court by no later than August [3], 2009, and that Lead Counsel may file papers in reply to such objections by no later than August [14], 2009;

FURTHER ORDERED that posting a copy of this Order, the application, and the Independent Expert submission on the case website at www.inrevisacheckmastermoneyantitrustlitigation.com and at Lead Counsel's website at www.ConstantineCannon.com and mailing such papers to all parties who have appeared in this or any related case on or before July [13], 2009 shall be deemed good and sufficient service thereof; and it is

FURTHER ORDERED that Lead Counsel shall file, on or before July [17], 2009, a declaration identifying the content of the information regarding the proposed Amended Securitization Order it discloses in trade periodicals or other media, the dates of such disclosures, and the names of the trade periodicals or other media utilized.

Dated: July __, 2009
Brooklyn, NY

John Gleeson
United States District Judge